Attachment "B"

CONSTITUTION
OF THE
KETCHIKAN INDIAN CORPORATION

PREAMBLE

We, the Alaska Natives having a common bond of residence in Ketchikan, Gateway Borough, State of Alaska, do ordain and establish this amended Constitution and the accompanying amended By-laws in accordance with, and by authority of, Section 16 of the Act of Congress of June 18, 1934 (48 Stat. 984, 25 U.S.C. § 476), and Section 1 of the Act of Congress of May 1, 1936 (49 Stat. 1250, 25 U.S.C. § 473a).

ARTICLE I
NAME

The name of this Corporation is the Ketchikan Indian Corporation, hereafter referred to in this Constitution and the By-laws as the Corporation.

ARTICLE II
MEMBERSHIP

The members of this Corporation shall be Alaska Natives and persons who qualify as an "Indian" under § 19 of the Act of Congress of June 18, 1934 (48 Stat. 988, 25 U.S.C. § 479), or any successor statute thereto, or who are recognized as a member of an "Indian Tribe" or "Indian organization" by the government of the United States of America residing in the Ketchikan Gateway Borough. Additional requirements for acquisition and retention of membership may be set forth in the By-laws.

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ARTICLE III
COUNCIL

Section 1. Number and Term.

The governing body of this corporation shall be a Council composed of not less than five nor more than fifteen members of the Corporation. The number of Council members and their terms of office shall be prescribed in the By-laws. The By-laws may also provide for the election of Council members in classes of not less than three members for terms of not more than five years.

Section 2. Transitional Rule.

Until otherwise provided in the By-laws, the Council shall be composed of eight members. Five Council members shall be elected at the annual meeting at which this amended Constitution is approved, to replace the three members whose terms are then expiring. The three whose terms are not expiring shall serve until the next annual meeting. Of the five elected as provided above, the one with the fewest votes shall serve a one-year term and the other four shall serve two-year terms. At each annual meeting thereafter, until changed by the By-laws, four Council members shall be elected each for the two-year term.

Section 3. Elections and Vacancies.

Council members shall be elected by the membership of the Corporation, except the By-laws may permit the Council to fill vacancies occurring by reason of incapacity, death, resignation, or removal by the Council. Vacancies occurring by reason of an increase in the number of Council members, or removal by the membership, shall be filled by vote of the membership at a regular or special meeting.

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Section 4. Officers.

The Council shall elect from among its members a President and a Secretary, and may elect such other officers, who need not be members of the Council, as may be called for in the By-laws. The President shall be the chief executive officer of the Corporation.

Section 5. Meetings; Action Without Meeting.

The Council shall meet at such times and places, and with such notice, as are provided in the By-laws. The By-laws may permit meetings to be held by simultaneous telephone or radio communication, and they may also permit action to be taken by written consent of all Council members without meeting.

Section 6. Quorum.

A majority of the number of Council members fixed by the By-laws shall constitute a quorum for the transaction of business. The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council.

Section 7. Removal.

Council members may be removed by the Council only for nonattendance at three or more regular Council meetings in any six-month period. A council member may be removed from office by the membership of the Corporation, with or without cause, at any annual meeting or a special meeting called for that purpose.

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Section 8. By-laws.

The Council may adopt, amend, and revoke By-laws for the governance of the Corporation in matters not covered by this Constitution. No change in the By-laws shall be effective if it is inconsistent with this Constitution or until it has been approved by the Secretary of the Interior or his designee.

ARTICLE IV
CORPORATION MEETINGS

Section 1. Annual.

An annual meeting of the members of the Corporation shall be held at a time and place specified in the By-laws for the purpose of electing the appropriate number of Council members and transacting such other business as may properly come before the meeting.

Section 2. Special.

Special meetings of the membership may be called by resolution of the Council or by petition of at least 5 percent of the members of record of the Corporation, to be held at a time and place and for the purpose specified in the resolution or petition.

Section 3. Notice.

Written notice stating the date, place, and time of the meeting shall be delivered or mailed not less than 10 nor more than 50 days before the date of the meeting to each Corporation member of record. In case of a special meeting, the notice shall also state the purpose or purposes for which the meeting is called.

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Section 4. Members of Record.

Only members of record of the Corporation are entitled to notice of and to vote at any annual or special meeting. A member of record is a member who has attained the age of majority under the laws of the State of Alaska and whose name and current address are on file with the Secretary of the Council. It is the responsibility of each new member to inform the Secretary in writing of his or her name and current address, and of each existing member to keep the Secretary informed of his or her current address. It is the responsibility of the Secretary to maintain a list of all members of record, which shall be open to inspection by any member at any reasonable time. The By-laws may establish additional voting requirements for members of record.

Section 5. Quorum

The presence of at least 10 percent of the members of record of the Corporation shall be necessary and sufficient for the transaction of business. A member of record shall be considered to be present at the meeting if the member attended in person, or by proxy if the By-laws so provide, or if the member voted by the absentee ballot on any matter coming before the meeting. If a quorum is not present when the meeting is scheduled to begin, the President may postpone the meeting to any later time by oral announcement to those present. The act of a majority of the Corporation members present at a meeting at which a quorum is present shall be the act of the membership.

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Section 6. Voting.

Absentee voting and voting by proxy are permitted only if and as provided in the By-laws. Each corporation member of record shall be entitled to one vote on each matter coming before the meeting, except that in the election of Council members each corporation member of record shall be entitled to cast as many votes as there are Council members to be elected, and may distribute such votes among any one or more nominees.

ARTICLE V
POWERS

The Corporation is a sovereign Alaska Native tribal organization, recognized and established pursuant to the laws of the United States, and as such possesses imunity from all suits and actions in law and equity. The Corporation shall have the following powers, which shall be exercised exclusively by the Council:

a) To act as the representative of its members in all negotiations, contracts, and other dealings with any federal, state, or local government or governmental agency which pertain to Indian tribes or Indian reservations or which otherwise affect the members of the Corporation;

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, for any lawful purpose;

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c) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets subject to any limitations which may be imposed by law, provided the same is done voluntarily with the approval of the council and, in the case of a disposition of all or substantially all of the Corporation's assets, with the consent of a majority of the members of records of the Corporation present and voting in an election at an annual meeting or a special meeting called for that purpose;

d) To prevent the sale, lease, encumbrance, attachment, or other disposition of or execution upon the lands, interests in lands, or other assets of the Corporation without the consent of the Council;

e) To cultivate the arts, crafts, and culture of the Corporation and its members and the Native people of Alaska;

f) To advance and promote the education, health, and general welfare of its members;

g) To employ legal counsel, the choice of counsel and fixing of fees to be subject to the approval of the Secretary of the Interior or his designee;

h) To organize and to charter associations of its members for economic purposes and to regulate the same;

i) To provide for the guardianship of the persons and property of minors and mental incompetents;

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j) To levy on its members dues, fees, and assessments for corporation purposes, and fines for violations of its rules and regulations, to assess charges on non-members for the use of property of the Corporation, and to provide for the collection thereof;

k) To advise the Secretary of the Interior with regard to all appropriation estimates for federal projects for the benefit of the Corporation prior to the submission of such estimates to budgetary authorities and to Congress;

l) To protect and preserve the property and natural resources of the Corporation;

m) To distribute any or all property of the Corporation equally to all members or members of record of the corporation; and

n) To exercise such other powers as may be delegated to the Corporation by its members or by the United States or the State of Alaska or any agency thereof.

ARTICLE VI
INDIVIDUAL RIGHTS

Section 1. Equality.

The Council shall not restrict or in any way abridge the rights of its members under the Constitutions of the United States or the State of Alaska. All members of record of the Corporation shall be accorded equal right and opportunity to participate in and enjoy the resources, property, and benefits of this Corporation.

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Section 2. Nontransferability.

The right of a Corporation member to participate in and enjoy the resources, property and benefits of this Corporation shall not be subject to alienation, encumbrance, or transfer in any manner.

ARTICLE VII
AMENDMENT

This Constitution may be amended by a majority vote of the members of record of the Corporation present and voting in an election at an annual meeting or a special meeting called for that purpose; provided, however, the total vote cast as such election shall not be less than 30 percent of members entitled to vote. No amendment shall become effective until it has been approved by the Secretary of the Interior or his designee.

CERTIFICATION OF ADOPTION AND APPROVAL

We, the undersigned, do hereby certify as follows:

1. The above-written Constitution is a valid and effective Constitution adopted and amended pursuant to Section 16 of the Act of Congress of June 18, 1934, and Section 1 of the Act of Congress of May 1, 1936. It contains amendments to the Constitution and By-laws of the Ketchikan Indian Corporation. The Constitution and By-laws of Ketchikan Indian Corporation were initially approved by Oscar L. Chapman, Assistant Secretary of the Interior, on December 20, 1939, and were adopted by the membership on January 27, 1940.

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2. This Constitution, as amended, was adopted by a majority vote of the qualified voters of the Ketchikan Indian Corporation voting at an election called for that purpose by the Juneau Area Director of the Bureau of Indian Affairs, acting on behalf of the Secretary of the Interior, held on January 16, 1979, at which election at least 30 percent of those entitled to vote did vote. The vote at such election was _____ in favor of, and _____ against, the adoption of the Constitution as amended.

3. This Constitution, as amended, is hereby approved on behalf of the Secretary of the Interior, to be effective as of the date of ratification. All rules and regulations promulgated by the Department of the Interior or by the Bureau of Indian Affairs, or by the predecessor of either, so far as they may be incompatible with any of the provisions of this amended Constitution, are hereby declared inapplicable to the Ketchikan Indian Corporation. All officers and employees of the Department of the Interior are ordered to abide by the provisions of this Constitution.

January 22, 1981
Date

Juneau Area Director
Bureau of Indian Affairs

Jan. 16, 1979
Date

Robert R. Hayden
Inspector of Elections

_____
Date

_____
Chairman of the Meeting

COPY

CERTIFICATION

This Charter was originally approved by the members of the Ketchikan Native Association (then called Ketchikan Indian Corporation) on January 27, 1940. The Charter, as amended into the form set forth above, was ratified by a majority vote of the adult members of the Ketchikan Native Association voting in a popular referendum called for that purpose by the Juneau Area Director of the Bureau of Indian Affairs, on behalf of the Secretary of the Interior, and held on Jan. 15, 1979 in which election at least thirty percent of the eligible voters did vote.

Jan 15 1979
DATE

Vista Johnson
Conrad R. Mathes
INSPECTOR OF ELECTIONS

Jan. 15, 1979
DATE

Robert R. Martin
BUREAU OF INDIAN AFFAIRS

COPY

3. This Constitution, as amended, is hereby approved on behalf of the Secre- of the Interior, to be effective as of the date of ratification. All rules and regulations promulgated by the Department of the Interior or by the Bureau of Indian Affairs, or by the predecessor of either, so far as they may be incompatible with any of the provisions of this amended Constitution, are hereby declared inapplicable to the Ketchikan Native Association. All officers and employees of the Department of the Interior are ordered to abide by the provisions of this Constitution.

Jan. 15, 1979
Date

Juneau Area Director
Bureau of Indian Affairs

Jan 15, 1979
Date

Inspector of Elections

January 15, 1979
Date

Chairman of the Meeting

COPY

CERTIFICATION OF APPROVAL

I, the undersigned, on behalf of the Secretary of the Interior, do hereby certify that the foregoing amended Bylaws, and the amended Constitution pursuant to which they were adopted, are approved and shall be effective as of the date of ratification. All rules and regulations promulgratered by the Department of the Interior or by the Bureau of Indian Affairs, or by the predecessor of either, so far as they may be incompatible with any of the provisions of these Bylaws, are hereby declared inapplicable to the Ketchikan Native Association. All officers and employees of the Department of the Interior are ordered to abide by the provisions of these Bylaws.

Jan. 19 1979
Date

Robert R. Martin
Juneau Area Director
Bureau of Indian Affairs

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